

UNITED STATES DISTRICT COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK

HOWARD RANDALL, TRUSTEE, HOWARD :  
& GALE RANDALL TRUST FBO KIMBERLY :  
RANDALL IRREVOCABLE TRUST UA FEB 15, :  
2000, Individually and on Behalf of All Others :  
Similarly Situated, :

Plaintiff, :

v. :

FIFTH STREET FINANCE CORP., FIFTH :  
STREET ASSET MANAGEMENT, INC., :  
LEONARD M. TANNENBAUM, BERNARD D. :  
BERMAN, ALEXANDER C. FRANK, TODD G. :  
OWENS, IVELIN M. DIMITROV, and RICHARD :  
A. PETROCELLI, :

Defendants. :

No. 1-15-cv-7759 (LAK)

ROBERT J. HURWITZ, Individually and on :  
Behalf of All Others Similarly Situated, :

Plaintiff, :

v. :

FIFTH STREET FINANCE CORP., FIFTH :  
STREET ASSET MANAGEMENT, INC., :  
LEONARD M. TANNENBAUM, BERNARD D. :  
BERMAN, ALEXANDER C. FRANK, TODD G. :  
OWENS, IVELIN M. DIMITROV, and RICHARD :  
A. PETROCELLI, :

Defendants. :

No. 1-15-cv-08908 (LAK)

**NOTICE OF MOTION OF FSC INVESTOR GROUP TO CONSOLIDATE CASES AND  
FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF ITS SELECTION  
OF LEAD COUNSEL**

PLEASE TAKE NOTICE that on a date and at a time designated by the Court, before the Honorable Lewis A. Kaplan, at the United States District Court for the Southern District of New York, located at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 21B, New York, New York, Thomas Manter and David Watson (the “FSC Investor Group”) will respectfully move this Court for entry of an Order, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”): (1) consolidating the above-captioned actions pursuant to Fed. R. Civ. P. 42(a); (2) appointing the FSC Investor Group as Lead Plaintiff in the consolidated action; (3) approving the FSC Investor Group’s selection of Barrack, Rodos & Bacine to serve as Lead Counsel for the Class; and (4) for any such further relief as the Court may deem just and proper.

This Motion is made on the grounds that the FSC Investor Group believes it is the “most adequate plaintiff” under the PSLRA and should therefore be appointed Lead Plaintiff. Specifically, the FSC Investor Group believes it has the “largest financial interest” in the relief sought by the Class in this action by virtue of, among other things, the approximately \$33,000 in losses that it has suffered on its investments in Fifth Street Finance Corp. The FSC Investor Group also otherwise satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure because its claims are typical of other Class members’ claims and because they will fairly and adequately represent the interests of the Class.

The FSC Investor Group respectfully requests oral argument.

This Motion is based upon the accompanying Memorandum of Law in support thereof, the Declaration of A. Arnold Gershon filed herewith, the pleadings and other filings herein, and such other written or oral argument as may be permitted by the Court.

WHEREFORE, the FSC Investor Group respectfully requests that the Court: (1) consolidate the above-captioned actions ; (2) appoint the FSC Investor Group as Lead Plaintiff in the consolidated action pursuant to the PSLRA; (3) approve its selection of Barrack, Rodos & Bacine to serve as Lead Counsel for the Class; and (4) grant such further relief as the Court may deem just and proper.

Dated: November 30, 2015

Respectfully submitted,

/s/ Arnold Gershon

A. Arnold Gershon (ag3809)

agershon@barrack.com

**BARRACK RODOS & BACINE**

11 Times Square, 640 Eighth Ave.

10th Floor

New York, NY 10036

Telephone: 212.688.0782

Facsimile: 212.688.0783

and

**BARRACK, RODOS & BACINE**

Robert A. Hoffman

Chad Carder

3300 Two Commerce Square

2001 Market Street

Philadelphia, PA 19103

Telephone: 215.963.0600

Facsimile: 215.963.0838

*Attorneys for the FSC Investor Group*

*and Proposed Lead Counsel for the Class*

**EMERSON SCOTT LLP**

John G. Emerson

830 Apollo Lane

Houston, TX 77058

(281) 488-8854

and

David G. Scott  
1301 Scott Street  
Little Rock, AR 72202  
(501) 907-2555

*Attorneys for FSC Investor Group*